COMMONWEALTH OF REDMONT

Department of Commerce

CERTIFICATE OF INCORPORATION

BARCLAYS COMMERCIAL BANK

Incorporated pursuant to the Legal Entity Act of the Commonwealth of Redmont. The undersigned incorporator, being a natural person of the Commonwealth of Redmont, pursuant to the Legal Entity Act and all applicable laws of the Commonwealth of Redmont, does hereby adopt the following Certificate of Incorporation for BARCLAYS COMMERCIAL BANK (hereinafter the "Corporation"):

ARTICLE I — CORPORATE NAME

1.1. The name of the Corporation is: **BARCLAYS COMMERCIAL BANK**.

1.2. The in-game business plugin name (/db) of the Corporation is **"BARC"**, in compliance with the Legal Entity Act Part IV §1(2)(b).

1.3. The Corporation shall operate under the full legal name "Barclays Commercial Bank" and its registered plugin identifier "BARC" for all in-game commercial purposes.

ARTICLE II — PURPOSE

2.1. The purpose of the Corporation is to conduct or promote any lawful business or purposes as permitted under the Constitution and laws of the Commonwealth of Redmont.

2.2. Without limiting the generality of the foregoing, the Corporation's primary business activities shall include the operation of a commercial bank pursuant to §11.2 of the applicable banking statutes, providing savings accounts, loan services, share management services, and all related financial activities under the Barclays brand.

ARTICLE III — AUTHORISED SHARE CAPITAL

3.1. The total number of shares of all classes of stock that the Corporation is authorised to issue is **ONE HUNDRED THOUSAND (100,000) shares**, divided into three classes as follows:

Class	Auth.	Par Value	Voting	Dividend	Notes
Class A	70,000	$1.00/share	Yes — 1 vote/share	Standard (base rate)	Private — not listed on any stock exchange. Subject to removal, transfer or dilution if the holding executive departs (§3.7). This cannot apply to Class B or Class C shares.
Class B	20,000	$0.50/share	None	1.2× Class A	May be issued as secondary (wage) shares and in connection with the public IPO.
Class C	10,000	$0.75/share	Yes — 1 vote/share	1.5× Class A	Reserved for pre-IPO placement (10,000 shares total).

Class A Shares — Voting

(a) SEVENTY THOUSAND (70,000) Class A shares are authorised.

(b) Par value: $1.00 per share.

(c) Class A shares carry full voting rights. Each Class A share shall entitle the holder to one (1) vote on all matters submitted to a vote of the shareholders.

(d) Class A shares are private and shall not be listed or traded on any public stock exchange.

(e) Class A shareholders shall receive standard dividends as declared by the Board.

Class B Shares — Enhanced Dividend, Non-Voting

(a) TWENTY THOUSAND (20,000) Class B shares are authorised.

(b) Par value: $0.50 per share.

(c) Class B shares carry no voting rights whatsoever.

(d) Class B shareholders shall receive dividends at a rate of 1.2× the Class A dividend rate if and when declared by the Board of Directors.

(e) Class B shares may be issued as secondary (wage) shares and in connection with the planned public IPO.

Class C Shares — Enhanced Dividend, Voting (Pre-IPO)

(a) TEN THOUSAND (10,000) Class C shares are authorised and reserved for pre-IPO placement.

(b) Par value: $0.75 per share.

(c) Class C shares carry one (1) vote per share.

(d) Class C shareholders shall receive dividends at a rate of 1.5× the Class A dividend rate if and when declared by the Board of Directors.

3.2. The dividends of Class B and Class C shares shall at all times remain higher than those of Class A shares. No amendment shall reduce Class B or Class C dividend rates below those of Class A.

3.3. No new shares of any class shall be issued, and no increase to the total authorised share capital shall occur, without a resolution adopted by a **sixty-six percent (66%) majority vote** among shareholders by share percentage, in accordance with the Legal Entity Act.

3.4. Share-based wages and dividend rates may be amended by vote of the Board of Directors where deemed reasonable in proportion to profits and changes in share values.

3.5. Any newly issued secondary shares shall be of Class B or such other class as may be created in accordance with this Certificate and applicable law. The creation of any new share class shall require a **sixty-six percent (66%) majority vote** among shareholders by share percentage.

3.6. If an individual or entity is inactive for more than three (3) months, the Corporation may reclaim their shares by purchasing back all shares owned by them, recorded by notifying the Department of Commerce, including the individual's username, playtime information, and number of shares.

3.7. Class A Share Dilution on Executive Departure: Class A shares held by an executive are subject to potential removal, transfer, or dilution in the event that executive chooses to leave the Corporation, as may be determined by the Board of Directors. This provision applies exclusively to Class A shares. Class B and Class C shares shall not be subject to dilution, removal, or transfer under this provision under any circumstance.

3.8. Share Price Protections:

(a) **Buyback Floor:** The Corporation guarantees a buyback price floor of not less than **0.25× Price-to-Book (PB) ratio** for any shareholder wishing to sell their shares back to the Corporation, provided the Corporation has sufficient funds to do so at the time of the buyback request.

(b) **New Share Issuance Floor (post-IPO):** Following the Corporation's IPO, no new shares of any class shall be issued at a price below **1.2× Price-to-Book (PB) ratio**, unless approved by a **seventy-five percent (75%) supermajority** of the Board of Directors. This higher approval threshold reflects the dilutive nature of below-book issuances.

ARTICLE IV — BOARD OF DIRECTORS

4.1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

4.2. The initial Board of Directors shall consist of ONE (1) director. The initial director is: **adi_sfatm — Director / Chief Executive Officer (CEO)**.

4.3. Directors shall be elected exclusively by the Class A shareholders. Class B and Class C shareholders shall have no exclusive right to elect, nominate, or remove directors beyond their voting entitlement.

4.4. Each director shall serve until their successor is duly elected, or until their earlier resignation, removal, or disqualification.

4.5. Directors shall owe fiduciary duties of care and loyalty to the Corporation and all of its shareholders. A director must act in the best interests of the Corporation and must not place personal interests above those of the Corporation.

4.6. A director may be removed by a majority vote of the Class A shareholders at any duly convened shareholder meeting, with or without cause.

4.7. Executive appointments and removals may be made by a **sixty-six percent (66%) majority vote** among shareholders by share percentage. Such votes shall be communicated to all shareholders and remain open for 48 hours. If a vote fails, another vote on the same matter may not be held for one (1) week.

ARTICLE V — OFFICERS

5.1. The Board of Directors shall appoint officers to manage the day-to-day operations of the Corporation. The initial officers of the Corporation are:

In-Game Username	Real Username	Role	Class A Shares	Class B (monthly)
adi_sfatm	adi_sfatm	CEO / Director	52,500	2,000
Koaqii	chrisdrodarte_75212	CFO	12,500	1,000
Musa096	rayraywa	CLO / Compliance Officer	5,000	500

5.2. Additional officers may be appointed by the Board at any time.

5.3. Officers serve at the pleasure of the Board of Directors and may be removed at any time by a majority vote of the Board.

5.4. **Compliance Officer:** The CLO (Musa096) serves as Compliance Officer and is the primary recipient of whistleblower reports and internal misconduct matters. Additionally, reports concerning potential discrimination in hiring or firing processes and reports of accounting mismanagement may be submitted directly to the CEO (adi_sfatm).

ARTICLE VI — TRANSFER OF SHARES

6.1. **CLASS A SHARES:** Class A shares shall not be freely transferable. Any proposed transfer, sale, gift, or assignment of Class A shares requires prior written approval of the Board of Directors. The Board may withhold consent at its sole discretion.

6.2. In the event a Class A shareholder wishes to transfer their shares, existing Class A shareholders shall have a right of first refusal to purchase those shares on equivalent terms before any transfer to a third party may be completed.

6.3. **CLASS B SHARES:** Class B shares are freely transferable and may be bought, sold, or transferred on a registered stock exchange or by private transaction without restriction, subject to applicable exchange rules and the Commercial Standards Act.

6.4. **CLASS C SHARES:** Class C shares designated for pre-IPO sale may be transferred in accordance with pre-IPO arrangements.

6.5. Any purported transfer of Class A shares made in violation of this Article shall be null and void and of no legal effect.

6.6. **SHARE VALUATION:** For the purposes of any transfer, buyback, right of first refusal, or exit under this Certificate, the value of shares shall be determined as follows: (a) by mutual written agreement between the transferring and acquiring parties; or (b) failing agreement within seven (7) days, by the Board of Directors acting in good faith based on the Corporation's most recent financial statements and prevailing market conditions; or (c) for

publicly listed Class B shares, at the prevailing market price on the registered stock exchange at the time of transfer. In all cases, the buyback floor of 0.25× PB ratio under Article III §3.8(a) shall apply where the Corporation is the purchaser.

ARTICLE VII — SHAREHOLDER RIGHTS AND MEETINGS

7.1. Class A and Class C shareholders shall have the right to vote on all major corporate actions including, but not limited to: mergers, sale of substantially all assets, amendments to this Certificate, and the issuance of new shares, in accordance with the Legal Entity Act.

7.2. All shareholders, including Class B shareholders, shall have the right to receive dividends if and when declared by the Board of Directors.

7.3. Shareholders may bring derivative lawsuits on behalf of the Corporation against directors or officers for breaches of fiduciary duties.

7.4. INSPECTION OF BOOKS AND RECORDS: Any shareholder wishing to inspect the Corporation's books and records must submit a written request to the Board of Directors, stating a proper purpose reasonably related to their interests as a shareholder. The Board shall respond within seven (7) days of receipt of the request.

7.5. Shareholder meetings may be held in-game, via the Corporation's official Discord server, or through any other mutually agreed platform. Notice of meetings shall be posted no fewer than forty-eight (48) hours in advance.

7.6. QUORUM: On any vote of the shareholders, there shall be a quorum of at least fifty percent (50%) of the total voting power of the Corporation. Abstentions shall be counted as a vote for the purposes of determining quorum and vote totals.

ARTICLE VIII — LIABILITY PROTECTION

8.1. The Corporation is a separate legal entity from its shareholders, directors, and officers.

8.2. Shareholders' personal assets are protected from the Corporation's debts and liabilities. Each shareholder's liability is limited to the amount they have invested in the Corporation through the purchase of shares, in accordance with the Legal Entity Act.

8.3. Nothing in this Article shall limit the personal liability of a director or officer arising from their own breach of fiduciary duty, fraud, or wilful misconduct.

ARTICLE IX — FINANCIAL INSTITUTION OBLIGATIONS

9.1. The Corporation operates as a Commercial Bank pursuant to §11.2 of applicable law and is subject to all applicable financial institution regulations of the Commonwealth of Redmont.

9.2. The Corporation shall maintain accounts, extend loan services, and manage shares in accordance with applicable laws and its published Terms of Service.

9.3. The Corporation shall maintain a credit score system and may share credit score data with any financial institution third parties operating within Minecraft or Politics and War (PnW), not limited to DemocracyCraft, in accordance with its published Terms of Service. No other account or loan information shall be shared with third parties unless required for regulatory compliance or by court order.

9.4. Loan enforcement: Failure to repay a loan may result in penalties, collateral seizure, account restrictions, or legal action. The Corporation may pursue recovery at **120%** of the remaining loan balance through the competent courts of the Commonwealth of Redmont.

9.5. The Corporation shall maintain a Licensed Accountant at all times and comply with all monthly financial reporting obligations under the Taxation Act and Commercial Standards Act from the date of incorporation.

ARTICLE X — AMENDMENTS

10.1. This Certificate of Incorporation may be amended only upon the approval of at least seventy-five percent (75%) of the outstanding Class A shares, voted in favour of the proposed amendment, unless a higher threshold is required by this Certificate or applicable law.

10.2. Unless otherwise provided in this Certificate, any amendment shall originate from the Board of Directors by majority vote before being put to a shareholder vote.

10.3. PER-CLASS VOTING: The holders of the outstanding shares of any class shall be entitled to vote as a separate class upon any proposed amendment, whether or not otherwise entitled to vote thereon, where the amendment would: (a) increase or decrease the total number of authorised shares of that class; (b) increase or decrease the par value of shares of that class; or (c) alter, change, or adversely affect the powers, preferences, rights, or restrictions of shares of that class. Such a per-class amendment must reach at least a majority in each affected class in addition to the general amendment threshold.

10.4. No amendment shall affect any existing cause of action in favour of or against the Corporation, nor any pending legal action to which it is a party, in accordance with the Legal Entity Act.

10.5. Any amendment increasing personal liability for shareholders shall require each affected shareholder to explicitly accept the increase in writing. Any shareholder who does not accept shall have the increase suspended as to them.

10.6. All amendments must be filed with the Department of Commerce by way of a Certificate of Amendment of Certificate of Incorporation within 48 hours of adoption.

ARTICLE XI — DISSOLUTION

11.1. The Corporation may be liquidated and dissolved at the request of the holders of three-quarters (75%) or any greater proportion of the outstanding Class A shares.

11.2. Upon dissolution, all assets shall be liquidated, all debts owed to external parties shall be paid, and the remaining equity shall be distributed to shareholders in proportion to their shareholding.

11.3. No partial owner or shareholder may be deprived of the value of their equity or shares by any means, in accordance with the Commercial Standards Act.

ARTICLE XII — SHARE REGISTER

12.1. The Corporation shall maintain a Share Register as part of its Incorporated Entity Summary in the Company Docket, in accordance with the Legal Entity Act Part IV §8.

12.2. The Share Register shall record the following for each class of shares:

Class	Authorised	Par Value	Voting	Dividend Rate	Initial Holder / Status
Class A	70,000	$1.00/share	Yes (1/share)	Standard	adi_sfatm: 52,500 | Koaqii: 12,500 | Musa096: 5,000
Class B	20,000	$0.50/share	No	1.2× Class A	Unissued (wage shares / IPO)
Class C	10,000	$0.75/share	Yes (1/share)	1.5× Class A	10,000 pre-IPO (unissued)

12.3. The Share Register shall be updated in the Company Docket within 48 hours of any transfer, issuance, or cancellation of shares.

12.4. The Share Register as maintained in the Company Docket shall constitute the authoritative record of share ownership for all legal and corporate purposes.

ARTICLE XIII — DISPUTE RESOLUTION AND BYLAWS

13.1. Any dispute arising out of or in connection with this Certificate of Incorporation, or the affairs of the Corporation, shall first be referred to the Board of Directors for resolution by good faith negotiation.

13.2. If the dispute cannot be resolved by the Board within seven (7) days of referral, any party may bring the matter before the competent courts of the Commonwealth of Redmont in accordance with applicable law.

13.3. All disputes between shareholders, or between a shareholder and the Corporation, shall be governed by the laws of the Commonwealth of Redmont, including but not limited to the Legal Entity Act and the Redmont Civil Code.

13.4. Nothing in this Article shall prevent any party from seeking urgent injunctive or other equitable relief from a court of competent jurisdiction where necessary to prevent irreparable harm.

13.5. BYLAWS: The Board of Directors may adopt, amend, or repeal bylaws of the Corporation by a majority vote of the Board, provided such bylaws are consistent with this Certificate of Incorporation and applicable law. Bylaws may regulate any matter concerning the internal governance and operations of the Corporation that is not expressly addressed herein. In the event of any conflict between the Bylaws and this Certificate of Incorporation, this Certificate shall prevail. Any adopted Bylaws shall be appended to the Incorporated Entity Summary in the Company Docket.

ARTICLE XIV — EXIT STRATEGIES

14.1. CLASS A SHAREHOLDERS — RIGHT OF FIRST REFUSAL: A Class A shareholder wishing to exit the Corporation must first offer their shares to existing Class A shareholders by right of first refusal prior to any transfer to a third party. The terms and price of the offer must be equivalent to those proposed to the third party. Existing Class A shareholders shall have seven (7) days to exercise this right.

14.2. CLASS B SHAREHOLDERS: Class B shareholders may freely sell or transfer their shares on a registered stock exchange or by private transaction without restriction, subject to applicable exchange rules and the Commercial Standards Act.

14.3. DRAG-ALONG RIGHTS: If the holders of seventy-five percent (75%) or more of the outstanding Class A shares (the "Dragging Shareholders") approve a sale or transfer of the Corporation or substantially all of its assets to a bona fide third-party acquirer, the Dragging Shareholders may require all remaining shareholders of all classes to sell their shares on the same terms and conditions. The Dragging Shareholders must provide no fewer than fourteen (14) days written notice to all shareholders prior to exercising drag-along rights.

14.4. TAG-ALONG RIGHTS: If any Class A shareholder proposes to transfer their shares to a third party, all other shareholders of any class shall have the right to participate in such sale on the same terms and conditions (pro-rata by share count), prior to any such transfer being completed. The transferring shareholder must notify all other shareholders no fewer than seven (7) days before completing the proposed transfer.

14.5. SHAREHOLDER DEATH OR INCAPACITATION: In the event of the death or permanent incapacitation of a shareholder, their shares shall pass to their designated successor or estate. The Corporation shall be notified within fourteen (14) days. The Board of Directors may, at its discretion, offer to purchase the deceased or incapacitated shareholder's shares at fair market value as determined under Article VI §6.6. Class A shares passing to a non-approved third party through an estate shall be subject to the right of first refusal provisions of Article VI §6.2.

14.6. CORPORATE DISSOLUTION: The Corporation may be wound up and dissolved upon approval of at least seventy-five percent (75%) of the outstanding Class A shares. Upon dissolution, all assets shall be liquidated, all debts paid, and remaining equity distributed to shareholders in proportion to their shareholding.

14.7. BUYOUT: The Board of Directors may, by resolution, offer to purchase the shares of any departing shareholder at fair market value where a willing buyer cannot otherwise be found, subject to the Corporation having sufficient funds to do so. The buyback floor of 0.25× PB ratio under Article III §3.8(a) shall apply to any such buyout.

ARTICLE XV — RESERVED MATTERS

15.1. The following matters shall require the approval of at least **seventy-five percent (75%)** of the total outstanding voting power of the Corporation (supermajority) before the Corporation or its Board may proceed:

(a) Any amendment to this Certificate of Incorporation;

(b) The dissolution, winding up, or liquidation of the Corporation;

(c) Any merger, consolidation, or acquisition involving the Corporation or substantially all of its assets;

(d) Any change to the rights, preferences, or dividend rates of any existing share class;

(e) Any transaction in which a director or officer has a direct or indirect personal financial interest (conflict of interest transactions);

(f) Issuance of new shares below 1.2× PB ratio post-IPO (Article III §3.8(b)).

15.2. The following matters shall require a **sixty-six percent (66%) majority vote** among shareholders by share percentage:

(a) Executive appointments and removals (Article IV §4.7);

(b) Issuance of new shares of any class (Article III §3.3);

(c) Creation of any new class of shares beyond Classes A, B, and C (Article III §3.5).

15.3. The following matters shall require the **unanimous approval** of all Class A shareholders:

(a) Any amendment that would impose personal liability on shareholders beyond their invested capital;

(b) Any action that would dilute or eliminate the voting rights of the Class A share class (other than dilution arising from executive departure per Article III §3.7).

15.4. All other corporate matters not listed above shall be decided by a simple majority of the voting power present at a duly quorate meeting.

ARTICLE XVI — FINANCING ARRANGEMENTS

16.1. The Corporation may raise capital through the issuance of Class B shares to the public via a registered stock exchange in the Commonwealth of Redmont, in accordance with the Commercial Standards Act. Class C shares may be placed pre-IPO in accordance with Article III.

16.2. The Corporation may also raise capital through debt instruments, loans, or other financing arrangements as approved by the Board of Directors, provided such arrangements are in the best interests of the Corporation.

16.3. No new shares of any class shall be issued without a sixty-six percent (66%) majority vote among shareholders by share percentage, and no post-IPO issuance shall occur below 1.2× PB ratio without a seventy-five percent (75%) supermajority Board approval (Article III §3.8(b)).

16.4. All financing arrangements shall be recorded in the Company Docket without undue delay.

ARTICLE XVII — COMPANY DOCKET AND REPORTING

17.1. The Corporation shall maintain an active and publicly accessible Company Docket on the DemocracyCraft forums in accordance with the Legal Entity Act.

17.2. The Corporation shall notify the Department of Commerce of any material changes to its structure, ownership, or registered address within 48 hours of such change.

17.3. As a Public Company upon completion of its Class B IPO, the Corporation shall comply with all financial reporting obligations under the Commercial Standards Act, including the filing of monthly financial statements through the relevant stock exchange.

17.4. **FORUM REGISTRATION TITLE:** Pursuant to the Commercial Standards Act §22(3), the Corporation's DemocracyCraft forum business page title must declare its classification as a Commercial Bank. Should the Corporation change its financial institution classification at any time, the forum page title and in-game business plugin description must both be updated to reflect the new classification without undue delay.

ARTICLE XVIII — BANKING COMPLIANCE AND REGULATORY OBLIGATIONS

18.1. **MONTHLY FINANCIAL REPORTING:** As a deposit-taking Commercial Bank, the Corporation is required by the Taxation Act §7 to file a Financial Report with the Department of Commerce by the end of the first week of each succeeding month. This report shall be prepared and signed by a licensed accountant and must include:

(a) An Income Statement;

(b) A Balance Sheet;

(c) A Management Discussion & Analysis (MD&A) covering: (i) significant changes in financial condition or operations since the prior period; (ii) a summary of the investment portfolio including loans, securities, and other financial instruments; (iii) information on any regulatory actions, legal proceedings, or material events; and (iv) the Corporation's compliance status with applicable financial regulations.

18.2. PROFIT CALCULATION & LOSS CARRY-FORWARD: Profit shall be calculated as revenue less operating costs for the reporting period, minus any losses carried forward from prior periods. Only losses reported in previously submitted Financial Reports are eligible for carry-forward. Any misrepresentation of profits to the Department of Commerce shall expose the Corporation and its officers to prosecution.

18.3. FINANCIAL INSTITUTION TAX: The Corporation shall be taxed at a total rate of twenty percent (20%) of monthly reported profit, comprising: a ten percent (10%) Financial Institution Tax and a ten percent (10%) Financial Institution Depositor Insurance Tax. This tax is administered and collected by the Department of Commerce and is due by the end of the second week of the following month. In consideration of this obligation, the Corporation is exempt from standard corporate balance taxes as provided by the Taxation Act §6.

18.4. TAX EXEMPTION — CONDITIONS: The Corporation's exemption from balance taxes shall take effect upon acceptance and registration by the Department of Commerce and shall remain in force only while the Corporation remains compliant with all reporting obligations under the Taxation Act. Failure to file a required Financial Report will result in the immediate suspension of the tax exemption until a compliant report is submitted.

18.5. DEPOSIT GUARANTEE (FIDI): As a registered Financial Institution, the Corporation participates in the Federal Government's Financial Institution Depositor Insurance (FIDI) scheme. The Government guarantees deposits of up to D$100,000 per person per institution. This guarantee remains active only while the Corporation is registered and compliant. In the event of deregistration, the deposit guarantee shall remain in effect for depositors for a period of thirty (30) days post-deregistration. The Corporation shall at all times make depositors aware of this protection in its published Terms of Service.

18.6. FOREIGN EXCHANGE PROHIBITION: The Corporation is prohibited from transferring, lending, or accepting as collateral any money, real estate, company shares, financial instruments, or items originating from any server or state unrecognised by the Commonwealth of Redmont. This prohibition applies whether conducted directly or through proxy intermediaries, including other companies or players. Breach of this prohibition constitutes an indictable criminal offence under the Foreign Exchange Regulations Act, carrying penalties of up to 100 Penalty Units (D$10,000) plus damages and up to sixty (60) minutes imprisonment. Any officer or employee who causes the Corporation to breach this provision shall be personally liable.

18.7. DOC REGULATORY POWERS — ACKNOWLEDGEMENT: The Corporation and its shareholders, directors, and officers expressly acknowledge and accept that the Department of Commerce holds the following statutory powers in relation to the Corporation by virtue of the Taxation Act §8:

(a) Audit & Inspection: The Department may conduct audits and inspections of the Corporation's financial records at any time to verify accuracy and legal compliance;

(b) Deregistration: The Department may deregister the Corporation as a financial institution for persistent non-compliance, subject to due diligence and consideration of depositor interests;

(c) Commandeer: In extraordinary circumstances — including insolvency, near-insolvency, financial crisis, or systemic risk — the Department may take temporary control of the Corporation;

(d) Seizure & Sale: The Department may sell the Corporation or its assets to recover depositor debts, and may seize assets of directors and owners with the least practicable disruption to their estates.

18.8. RESERVE RATIO COMPLIANCE: The Corporation shall at all times comply with any reserve ratio requirements set by the Commonwealth Reserve Bank (CRB) in exercise of its exclusive statutory powers under the Commonwealth Reserve Act. The Corporation shall maintain sufficient liquid assets denominated in Redmont Dollars against its deposit obligations to meet any reserve ratio so determined. Failure to meet reserve requirements within seven (7) days of notice from the CRB constitutes an indictable criminal offence carrying penalties of up to 200 Penalty Units (D$20,000) plus a forced transfer of the outstanding reserve amount to the CRB. The Board of Directors shall monitor reserve levels on an ongoing basis and shall take immediate corrective action upon any shortfall.

18.9. CRB COMMERCIAL BOARD: The Corporation, as a registered financial institution, is eligible to join the Commonwealth Reserve Bank Commercial Board, which serves as an advisory body to monetary policy and financial regulation. The Board of Directors may authorise participation in the CRB Commercial Board as it sees fit in the interests of the Corporation.

18.10. LICENSED ACCOUNTANT: The Corporation shall retain a licensed accountant at all times. The licensed accountant shall be responsible for preparing all Financial Reports submitted to the Department of Commerce, and their name must be attached to every such report. The Board of Directors shall ensure the accountant position is filled without material interruption.

ARTICLE XIX — PARTIES TO THIS CERTIFICATE

19.1. This Certificate of Incorporation is entered into by and between the Corporation and its shareholders. The Corporation, upon incorporation, and its shareholders shall be bound by the terms of this Certificate.

19.2. The Corporation is: BARCLAYS COMMERCIAL BANK, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name BARC.

19.3. The initial shareholders are as set forth in Article XII herein.

19.4. Any person who subsequently acquires shares in the Corporation shall, by virtue of such acquisition, become a party to and be bound by this Certificate of Incorporation.

EXECUTION AND ATTESTATION

The undersigned, being the incorporator and initial sole Director of BARCLAYS COMMERCIAL BANK, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

Field	Detail
Incorporator & Initial Director:	adi_sfatm
Username:	adi_sfatm
Role:	Incorporator / Initial Director / Chief Executive Officer (CEO)
Prepared and Filed by Counsel:	xXTheoryXx — Talion & Partners LLC
Date:	20 February 2026

FOR DEPARTMENT OF COMMERCE USE ONLY	
Date of Filing:	_____
Filed by:	_____
Registration No.:	_____
Approved by:	_____